

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com

For your information as released to
The Australian Stock Exchange.



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With Compliments

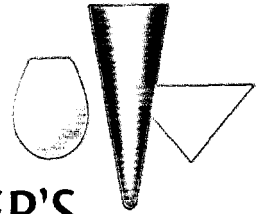
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FINANCIAL

FOSTER'S
GROUP

Inspiring Global Enjoyment



Foster's Brewing

SUPPL

FILE NO: 082-01711



ASX RELEASE

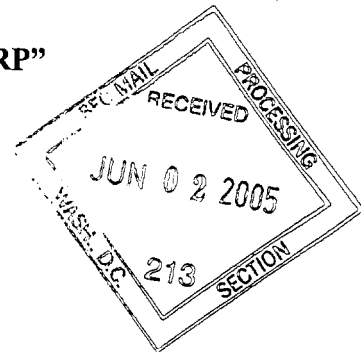
**The following release was made to the
Australian Stock Exchange Limited today:**

“Change of substantial holding for SRP”

Released: 25 May 2005

**Pages: 9
(including this page)**

FILE NO: 082-01711



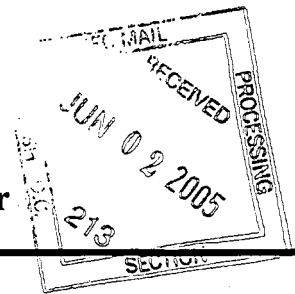
If you would prefer to receive this notification by email please reply to
jane.dowsey@fostersgroup.com or
Ph: +61 3 9633 2105

Jane Dowsey 6/7

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder



To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (**Foster's**), Brewing Holdings Pty Ltd ACN 004 059 394 (**Brewing Holdings**), Brewing Investments Pty Ltd ACN 004 233 005 (**Brewing Investments**), Carlton and United Beverages Limited ACN 004 056 106 (**CUB**), FBG Investments Pty Ltd ACN 004 373 862 (**FBG**), Beringer Blass Wine Estates Limited ACN 004 094 599 (**Beringer**) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (**BBW**) and their related bodies corporate listed in Annexure A (**Foster's Group Companies**).

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on 24 May 2005
The previous notice was given to the company on 24 May 2005
The previous notice was dated 24 May 2005

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	568,064,522	76.3%	600,909,378	80.7%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
24 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	29,747,134 ordinary shares	29,747,134
24 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of on market purchases of Southcorp shares by BBW.	\$4.26	3,097,722 ordinary shares	3,097,722

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	538,043,993 ordinary shares	538,043,993
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	538,043,993 ordinary shares	538,043,993
Foster's Group Companies	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	538,043,993 ordinary shares	538,043,993
BBW	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	62,865,385 ordinary shares	62,865,385
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	62,865,385 ordinary shares	62,865,385

Foster's Group Companies	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	02,805,383 ordinary shares	02,805,383
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

R.K. Dudfield

date 25 / 5 / 2005

Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R. K. Dudfield

Robert Keith Dudfield

Foster's Group Limited ACN 007 620 886

Date: 25 / 5 / 2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amwex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 96 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Cellarmasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighum Land Co. Pty. Ltd.
 Craighum Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demener Pty. Ltd.
 Dennys Strachan Mercantile Pty. Ltd.
 Derel ESC Pty. Ltd.
 Dismin Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee Share Plan Pty. Ltd.
 Filehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craighum Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavaliere Del Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.
 Kawana Lakes Pty. Ltd.
 Krondorf Wines Pty. Ltd.
 La Fraternelle De Bourgogne
 RSG Beachmere Pty. Ltd.
 RSG Bellvista Pty. Ltd.
 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd
 RSG Highlands Craigieburn Pty. Ltd.
 RSG North Lakes Marketing Pty. Ltd.
 RSG North Lakes Sales Pty. Ltd.
 Liana Cottage Pty. Ltd.
 Maglieri Wines Pty. Ltd.
 Masthead Brewing Company Pty. Ltd.
 Matua Finance Limited
 MBBC Limited
 Mega Management Pty. Ltd.
 Melbourne Brewery Company Pty. Ltd.
 Mildara Blass Holdings Inc.
 Mildara Blass Inc.
 Mildara Blass Wines Inc.
 Mildara Holdings Pty. Limited
 Moorabbin Junction Pty. Ltd.
 N.T. Brewery Pty. Ltd.
 Navistar Group Limited
 Nellie Products Pty. Ltd.
 New Crest Investments Pty. Ltd.
 Nexday Europe B.V.
 The Continental Wines and Spirits Company (N.Z.) Limited
 The Foster Brewing Co. Pty. Ltd.
 The New Zealand Wine Club Limited
 The Rothbury Estate Pty. Ltd.
 The Shamrock Brewing Company Proprietary Limited
 The Wine Exchange Limited
 The Wine Planet International Pty. Limited
 Tibsco Limited
 Tibsco Pensions Limited
 Foster's People Pty Ltd
 Tract 4/5 LLC

Nexday Pty. Limited
 North Lakes Marketing Consultancy Trust
 North Lakes Marketing Pty. Ltd.
 North Lakes Sales Agency Trust
 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pitt, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primedan Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 Rimpacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 Sarl Les Crus Prevendus SADCS
 Savirak Pty. Ltd.
 Seeton Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement Du Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.
VICD – Produtos Em Cortica, LDA
Victoria Brewery Pty. Ltd.
Vinpac International Pty. Limited
Vinpac SADCS
Vintners Imports Pty. Limited
Volz Pty. Ltd.
Voskane Pty. Ltd.
Werribee Properties (RWDS) Proprietary Limited
Whitecross Investments Pty. Ltd.
Windemere Securities Limited
Wine Planet Holdings Pty. Limited
Wine Planet Technology Pty. Limited
Winemaker's Choice Limited
Wolf Blass Wines Pty. Ltd.
Wood Hall Trust Limited
Wood Hall (Aust.) Pty. Limited
World Wine Gallery GmbH
C.U.B. Pty Ltd
00015868 Limited
02396239 Limited
151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.
The Continental Spirits Company Pty. Ltd.
AP John & Sons Pty. Ltd.
Briar Ridge Manufacturing Pty. Ltd.
Briar Ridge Vineyards Pty. Ltd.
Carlton Brewery (Fiji) Limited
Cellarmaster Wines SA
Foster's India Limited
Graymoor Estate Joint Venture
Graymoor Estate Pty. Ltd.
Graymoor Estate Unit Trust
Greg Norman Estates Joint Venture
Kangaroo Ridge Wine Company Pty. Ltd.
Matua Valley Wines Limited
Samoa Breweries Limited
Shingle Peak Wines Limited
Societe of Bouteillage of Beaujolais, Macon and Bourgogne
South Pacific Distilleries Limited
Waikoukou Vineyards Limited
Wine Buzz KK

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia

Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com

**For your information as released to
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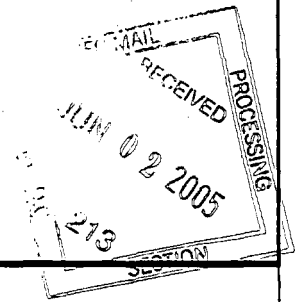
With Compliments

FILE NO: 082-01711

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder



To: Company Name/Scheme
ACN/ARSN

Southcorp Limited (Southcorp)
ABN 80 007 722 643

1. Details of substantial holder (1)

Name

Foster's Group Limited ACN 007 620 886 (**Foster's**), Brewing Holdings Pty Ltd ACN 004 059 394 (**Brewing Holdings**), Brewing Investments Pty Ltd ACN 004 233 005 (**Brewing Investments**), Carlton and United Beverages Limited ACN 004 056 106 (**CUB**), FBG Investments Pty Ltd ACN 004 373 862 (**FBG**), Beringer Blass Wine Estates Limited ACN 004 094 599 (**Beringer**) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (**BBW**) and their related bodies corporate listed in Annexure A (**Foster's Group Companies**).

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on

23 May 2005

The previous notice was given to the company on

23 May 2005

The previous notice was dated

23 May 2005

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	548,508,631	73.7%	568,064,522	76.3 %

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
23 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	15,263,294 ordinary shares	15,263,294
23 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of on market purchases of Southcorp shares by BBW.	\$4.26	4,292,597 ordinary shares	4,292,597

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	508,296,859 ordinary shares	508,296,859
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	508,296,859 ordinary shares	508,296,859
Foster's Group Companies	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	508,296,859 ordinary shares	508,296,859
BBW	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	59,767,663 ordinary shares	59,767,663
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	59,767,663 ordinary shares	59,767,663

Foster's Group Companies	BBW Co, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	33,707,003 ordinary shares	33,707,003
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

R. K. Dudfield

date 24 / 5 / 2005

Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R.K. Oudfield

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 24 / 5 / 2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amwex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 96 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Cellarmasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighurn Land Co. Pty. Ltd.
 Craighurn Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demener Pty. Ltd.
 Dennys Strachan Mercantile Pty. Ltd.
 Derel ESC Pty. Ltd.
 Dismin Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee Share Plan Pty. Ltd.
 Filehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craigieburn Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavallieri Del Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.	Nexday Pty. Limited
Kawana Lakes Pty. Ltd.	North Lakes Marketing Consultancy Trust
Krondorf Wines Pty. Ltd.	North Lakes Marketing Pty. Ltd.
La Fraternelle De Bourgogne	North Lakes Sales Agency Trust
RSG Beachmere Pty. Ltd.	North Lakes Sales Pty. Ltd.
RSG Bellvista Pty. Ltd.	North Napa Land Co.
RSG Funds Management Pty Ltd	Norwood Beach Pty. Ltd.
RSG Land Group Pty Ltd	Nova Glen Pty. Ltd.
RSG Highlands Craigieburn Pty. Ltd.	Oakland Glen Pty. Ltd.
RSG North Lakes Marketing Pty. Ltd.	Pica Finance Limited
RSG North Lakes Sales Pty. Ltd.	Pica Group Pty Ltd
Liana Cottage Pty. Ltd.	Pica Nominees Pty. Limited
Maglieri Wines Pty. Ltd.	Pitt, Son & Badgery Pty. Ltd.
Masthead Brewing Company Pty. Ltd.	Power Brewing Company Pty. Ltd.
Matua Finance Limited	Premium Land, Inc.
MBBC Limited	Primedan Pty. Ltd.
Mega Management Pty. Ltd.	Queensland Breweries Pty. Ltd.
Melbourne Brewery Company Pty. Ltd.	Rimpacific Shipping (U.K.) Ltd.
Mildara Blass Holdings Inc.	Robertsons Well Pty. Ltd.
Mildara Blass Inc.	Robertsons Well Unit Trust
Mildara Blass Wines Inc.	Rothbury Sales Pty. Ltd.
Mildara Holdings Pty. Limited	Rothbury Wines Pty. Ltd.
Moorabbin Junction Pty. Ltd.	Rumar International Pty. Ltd.
N.T. Brewery Pty. Ltd.	Sarl Les Crus Prevendus SADCS
Navistar Group Limited	Savirak Pty. Ltd.
Nellie Products Pty. Ltd.	Seeton Pty. Ltd.
New Crest Investments Pty. Ltd.	Shanghai Foster's Brewery Co. Ltd.
Nexday Europe B.V.	Sharden Lodge Pty. Ltd.
The Continental Wines and Spirits Company (N.Z.) Limited	Silvester Brothers (AMH) Pty. Limited
The Foster Brewing Co. Pty. Ltd.	Silvester Brothers (AMHUK) Limited
The New Zealand Wine Club Limited	Silvester Brothers Pty. Limited
The Rothbury Estate Pty. Ltd.	Societe D Investissement Du Beaujolais
The Shamrock Brewing Company Proprietary Limited	Somar Pty. Ltd.
The Wine Exchange Limited	Stamford Hotel Pty. Ltd.
The Wine Planet International Pty. Limited	T'Gallant Winemakers Pty. Ltd.
Tibscos Limited	Telemasters Limited
Tibscos Pensions Limited	The Australian Wine Centre Limited
Foster's People Pty Ltd	The Australian Wine Club Pty. Ltd.
Tract 4/5 LLC	The Ballarat Brewing Company Pty. Ltd.
	'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.
VICD – Produtos Em Cortica, LDA
Victoria Brewery Pty. Ltd.
Vinpac International Pty. Limited
Vinpac SADCS
Vintners Imports Pty. Limited
Volz Pty. Ltd.
Voskane Pty. Ltd.
Werribee Properties (RWDS) Proprietary Limited
Whitecross Investments Pty. Ltd.
Windemere Securities Limited
Wine Planet Holdings Pty. Limited
Wine Planet Technology Pty. Limited
Winemaker's Choice Limited
Wolf Blass Wines Pty. Ltd.
Wood Hall Trust Limited
Wood Hall (Aust.) Pty. Limited
World Wine Gallery GmbH
C.U.B. Pty Ltd
00015868 Limited
02396239 Limited
151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.
The Continental Spirits Company Pty. Ltd.
AP John & Sons Pty. Ltd.
Briar Ridge Manufacturing Pty. Ltd.
Briar Ridge Vineyards Pty. Ltd.
Carlton Brewery (Fiji) Limited
Cellarmaster Wines SA
Foster's India Limited
Graymoor Estate Joint Venture
Graymoor Estate Pty. Ltd.
Graymoor Estate Unit Trust
Greg Norman Estates Joint Venture
Kangaroo Ridge Wine Company Pty. Ltd.
Matua Valley Wines Limited
Samoa Breweries Limited
Shingle Peak Wines Limited
Societe of Bouteillage of Beaujolais, Macon and Bourgogne
South Pacific Distilleries Limited
Waikoukou Vineyards Limited
Wine Buzz KK

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme
ACN/ARSN

Southcorp Limited (Southcorp)
ABN 80 007 722 643

FOSTER'S GROUP LIMITED
77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com

For your information as released to
The Australian Stock Exchange.



With Compliments

FILE NO: 082-01711

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	493,033,565 ordinary shares	493,033,565
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	493,033,565 ordinary shares	493,033,565
Foster's Group Companies	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	493,033,565 ordinary shares	493,033,565
BBW	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	55,475,066 ordinary shares	55,475,066
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	55,475,066 ordinary shares	55,475,066

Foster's Group Companies	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	55,475,066 ordinary shares	55,475,066
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

R. K. Dudfield

date 23 / 5 / 2005

Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R.K. Dudfield

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 23 / 5 / 2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amwex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 96 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Cellamasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighurn Land Co. Pty. Ltd.
 Craighurn Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demener Pty. Ltd.
 Dennys Strachan Mercantile Pty. Ltd.
 Derel ESC Pty. Ltd.
 Dismin Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee Share Plan Pty. Ltd.
 Filehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craigieburn Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavellieri Del Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.	Nexday Pty. Limited
Kawana Lakes Pty. Ltd.	North Lakes Marketing Consultancy Trust
Krondorf Wines Pty. Ltd.	North Lakes Marketing Pty. Ltd.
La Fraternelle De Bourgogne	North Lakes Sales Agency Trust
RSG Beachmere Pty. Ltd.	North Lakes Sales Pty. Ltd.
RSG Bellvista Pty. Ltd.	North Napa Land Co.
RSG Funds Management Pty Ltd	Norwood Beach Pty. Ltd.
RSG Land Group Pty Ltd	Nova Glen Pty. Ltd.
RSG Highlands Craigieburn Pty. Ltd.	Oakland Glen Pty. Ltd.
RSG North Lakes Marketing Pty. Ltd.	Pica Finance Limited
RSG North Lakes Sales Pty. Ltd.	Pica Group Pty Ltd
Liana Cottage Pty. Ltd.	Pica Nominees Pty. Limited
Maglieri Wines Pty. Ltd.	Pitt, Son & Badgery Pty. Ltd.
Masthead Brewing Company Pty. Ltd.	Power Brewing Company Pty. Ltd.
Matua Finance Limited	Premium Land, Inc.
MBBC Limited	Primedan Pty. Ltd.
Mega Management Pty. Ltd.	Queensland Breweries Pty. Ltd.
Melbourne Brewery Company Pty. Ltd.	Rimpacific Shipping (U.K.) Ltd.
Mildara Blass Holdings Inc.	Robertsons Well Pty. Ltd.
Mildara Blass Inc.	Robertsons Well Unit Trust
Mildara Blass Wines Inc.	Rothbury Sales Pty. Ltd.
Mildara Holdings Pty. Limited	Rothbury Wines Pty. Ltd.
Moorabbin Junction Pty. Ltd.	Rumar International Pty. Ltd.
N.T. Brewery Pty. Ltd.	Sarl Les Crus Prevendus SADCS
Navistar Group Limited	Savirak Pty. Ltd.
Nellie Products Pty. Ltd.	Seeton Pty. Ltd.
New Crest Investments Pty. Ltd.	Shanghai Foster's Brewery Co. Ltd.
Nexday Europe B.V.	Sharden Lodge Pty. Ltd.
The Continental Wines and Spirits Company (N.Z.) Limited	Silvester Brothers (AMH) Pty. Limited
The Foster Brewing Co. Pty. Ltd.	Silvester Brothers (AMHUK) Limited
The New Zealand Wine Club Limited	Silvester Brothers Pty. Limited
The Rothbury Estate Pty. Ltd.	Societe D Investissement Du Beaujolais
The Shamrock Brewing Company Proprietary Limited	Somar Pty. Ltd.
The Wine Exchange Limited	Stamford Hotel Pty. Ltd.
The Wine Planet International Pty. Limited	T'Gallant Winemakers Pty. Ltd.
Tibscos Limited	Telemasters Limited
Tibscos Pensions Limited	The Australian Wine Centre Limited
Foster's People Pty Ltd	The Australian Wine Club Pty. Ltd.
Tract 4/5 LLC	The Ballarat Brewing Company Pty. Ltd.
	'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.
 VICD – Produtos Em Cortica, LDA
 Victoria Brewery Pty. Ltd.
 Vinpac International Pty. Limited
 Vinpac SADCS
 Vintners Imports Pty. Limited
 Volz Pty. Ltd.
 Voskane Pty. Ltd.
 Werribee Properties (RWDS) Proprietary Limited
 Whitecross Investments Pty. Ltd.
 Windemere Securities Limited
 Wine Planet Holdings Pty. Limited
 Wine Planet Technology Pty. Limited
 Winemaker's Choice Limited
 Wolf Blass Wines Pty. Ltd.
 Wood Hall Trust Limited
 Wood Hall (Aust.) Pty. Limited
 World Wine Gallery GmbH
 C.U.B. Pty Ltd
 00015868 Limited
 02396239 Limited
 151435 Canada Ltd.

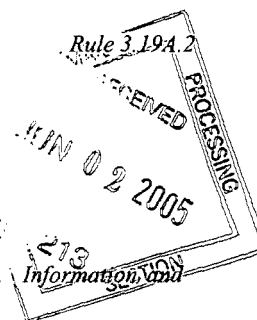
The Castlemaine Brewery Company Melbourne Pty. Ltd.
 The Continental Spirits Company Pty. Ltd.
 AP John & Sons Pty. Ltd.
 Briar Ridge Manufacturing Pty. Ltd.
 Briar Ridge Vineyards Pty. Ltd.
 Carlton Brewery (Fiji) Limited
 Cellarmaster Wines SA
 Foster's India Limited
 Graymoor Estate Joint Venture
 Graymoor Estate Pty. Ltd.
 Graymoor Estate Unit Trust
 Greg Norman Estates Joint Venture
 Kangaroo Ridge Wine Company Pty. Ltd.
 Matua Valley Wines Limited
 Samoa Breweries Limited
 Shingle Peak Wines Limited
 Societe of Bouteillage of Beaujolais, Macon and Bourgogne
 South Pacific Distilleries Limited
 Waikoukou Vineyards Limited
 Wine Buzz KK

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.



Name of entity	Foster's Group Limited
ABN	49 007 620 886

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Margaret Lyndsey Cattermole
Date of last notice	4 April 2005

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	-
Date of change	19 May 2005
No. of securities held prior to change	121,857
Class	Ordinary Shares
Number acquired	35,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation.	\$5.28 per share
No. of securities held after change	156,857

+ See chapter 19 for defined terms.

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade
---	-----------------

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Dated – 23 May 2005

+ See chapter 19 for defined terms.